

EXHIBIT A

CERTIFICATION OF ROBERT J. FEINSTEIN

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Official Committee of Unsecured Creditors

of Residential Capital, LLC, et al.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF FIRST INTERIM APPLICATION
OF PACHULSKI STANG ZIEHL & JONES LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM SEPTEMBER 19, 2012 THROUGH DECEMBER 31, 2012**

I, Robert J. Feinstein, hereby certify that:

1. I am a partner with the applicant firm of Pachulski Stang Ziehl & Jones LLP ("**PSZJ**"), co-counsel to the Official Committee of Unsecured Creditors (the "**Committee**") of the above-captioned debtors and debtors in possession (collectively, the "**Debtors**"). I submit this certification with respect to PSZJ's compliance with (i) the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (the "**Local Guidelines**") established and adopted by the Court pursuant to *Administrative Order M-447* and (ii) the *Order Establishing Procedures for Interim Compensation and Reimbursement of*

Expenses for Professionals [Docket No. 797] (together with the Local Guidelines, the “Guidelines”).

2. This Certification is made in connection with the *First Interim Application of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses as Co-Counsel for the Official Committee of Unsecured Creditors* (the “Application”) for the period from September 19, 2012 through December 31, 2012, in accordance with the Guidelines.

3. In accordance with 18 U.S.C. § 155 and the Rules of this Court, neither I nor any attorney of my firm has entered into any agreement, written or oral, express or implied, with the Office of the United States Trustee, with the Debtors, any creditor or any other party in interest, or any attorney of such person, for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the assets of the Debtors.

4. In accordance with section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm or any attorney thereof or any person for the division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division or fees prohibited by section 504 of the Bankruptcy Code be made by me or any partner, counsel or associate of my firm.

5. I certify that: (a) I have read the Application; (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines; (c) the fees and disbursements sought are billed at rates in accordance with those customarily charged by PSZJ and generally accepted by PSZJ’s clients;

and (d) in providing a reimbursable service, PSZJ does not make a profit on that service, whether the service is performed by PSZJ in-house or through a third party.

6. In accordance with the Guidelines, I certify that PSZJ has complied with the provisions requiring it to provide the appropriate notice parties, on a monthly basis, with a statement of PSZJ's fees and disbursements accrued during the previous month.

Dated: March 13, 2013

By /s/ Robert J. Feinstein
Robert J. Feinstein